

ARTICLES OF INCORPORATION
OF
IDAHO VALUES FIRST FOUNDATION, INC.

The undersigned, acting as the incorporator of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

ARTICLE I
NAME OF THE CORPORATION

The name of the Corporation is, "Idaho Values First Foundation, Inc." ("**Corporation**").

ARTICLE II
STATUS

The Corporation is a nonprofit corporation.

ARTICLE III
PERIOD OF DURATION

The Corporation's period of duration is perpetual.

ARTICLE IV
PURPOSES

The Corporation is organized and shall be operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as has been and may be amended or supplemented from time to time (the "IRC"), including, without limitation:

- A. To encourage, promote and foster support for the traditional Idaho values of moral decency, public civility, and fiscal responsibility.
- B. To serve as a unified voice for the people of Idaho in promoting ethical and accountable leadership at every level of their government.
- C. To act as a resource for an educated citizenry.
- D. To have and exercise all rights and powers conferred on nonprofit corporations under the laws of Idaho and not contravened by federal tax code, including but not limited to accepting donations of money, real or personal property, or any other thing of value.

Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE V LIMITATIONS

5.1 Maintaining Exempt Organization Purpose. Notwithstanding any other provision of these Articles, all of the purposes and powers of the Corporation shall be exercised exclusively in such manner that the Corporation shall qualify as an exempt organization under IRC Section 501(c)(4).

5.2 Stock and Profit Restrictions. The Corporation shall not have or issue shares of stock. The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure in whole or in part to the benefit of, or be distributable to, its directors, any officer, or other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred on its behalf, and to make payments and distributions in furtherance of the purposes stated in Article V and consistent with the limitations provided in these Articles.

5.3 Authority to Act and Permitted Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles, or by the Corporation's Bylaws ("Bylaws"), the Corporation shall have the authority to (i) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the Corporation set forth in Article IV, and (ii) exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the Corporation.

ARTICLE VI NO MEMBERS

The Corporation shall not have any members.

ARTICLE VII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

Dr. Ron Hardy

224 Oak Creek Cir.
Twin Falls, Idaho 83301

Merrill Beyeler

4861 Lemhi Road
Leadore, Idaho 83464

Tim Corder, Sr.

357 SE Corder Dr.
Mountain Home, Idaho 83647

ARTICLE VIII INCORPORATOR

The name of the incorporator of the Corporation is Merrill Beyeler, whose address is 4861 Lemhi Road, Leadore, Idaho 83464.

ARTICLE IX REGISTERED OFFICE AND AGENT

The name and address of the registered agent office of the Corporation is Givens Pursley Corporate Services LLC, whose address is 601 W. Bannock Street, Boise, Idaho 83702.

ARTICLE X MAILING ADDRESS

The mailing address of the Corporation is P.O. Box 2511, Boise, Idaho 83701.

ARTICLE XI INDEMNIFICATION

The Corporation shall, to the maximum extent allowed by law, indemnify those persons who: (a) are serving or have served as directors, officers, employees, committee or subcommittee members, or agents of the Corporation, or (b) are serving or have served at the request of the Corporation as a director, officer, employee, committee or subcommittee member, agent, manager, or partner of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

ARTICLE XII DIRECTOR LIABILITY LIMITATIONS

A director shall have no liability to the Corporation for monetary damages for conduct as a director to the full extent permitted by applicable law as then in effect, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these Articles, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE XIII AMENDMENT TO ARTICLES

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles in any manner now or hereafter permitted by law.

ARTICLE XIV BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Bylaws at a properly noticed special or regular meeting of the Board of Directors.

ARTICLE XV DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all remaining assets of the Corporation consistent with the Act and purposes of the Corporation. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

DATED this 24 day of September, 2021.


Merrill Beyeler, incorporator